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*Attorney for Defendants Thomas J. Tisch and
Benefit Street 2018 LLC*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 18-23538 (RDD)
(Jointly Administered)

SEARS HOLDINGS CORPORATION, *et al.*,

Plaintiffs,

Adv. Proc. No. 19-08250

v.

EDWARD SCOTT "EDDIE" LAMPERT, *et al.*,

Defendants.

**DECLARATION OF DANIEL S. SHAMAH IN
SUPPORT OF DEFENDANTS THOMAS J. TISCH'S AND BENEFIT STREET 2018
LLC'S MOTION TO DISMISS**

I, Daniel S. Shamah, Esq., declare:

1. I am an attorney admitted to practice law in the State of New York and am a partner of the law firm O'Melveny & Myers LLP, Times Square Tower, Seven Times Square, New York, New York 10036, counsel for Defendants Thomas J. Tisch and Benefit Street 2018

LLC. I respectfully submit this Declaration in support of Defendants' Motion to Dismiss, dated February 21, 2020.

2. Attached as Exhibit 1 is a true and correct copy of the *First Amendment to Second Lien Credit Agreement*, dated July 7, 2017.
3. Attached as Exhibit 2 is a true and correct copy of *Amendment No. 9 to Line of Credit Loan Proposal*, dated October 5, 2018.
4. Attached as Exhibit 3 is a true and correct copy of the *Sixth Amendment to the Third Amended and Restated Credit Agreement*, dated March 21, 2018.
5. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: February 21, 2020
New York, New York

Respectfully Submitted,

/s/ Daniel S. Shamah
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